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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

88982

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is XB, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To buy, sell, lease, develop and invest in real estate. To engage in the business of and to act as a developer of real estate and to engage in all activities, handle and deal in all suitable means, apparatus, machinery, equipment, facilities, materials, supplies and products, and render all services incidental to or related to or connected with any and every phase of real estate development and do every act and thing commonly done by real estate developers. To carry on and conduct any and all lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties. To engage in any act or activity or business for which corporations may be organized under the laws of the State of Rhode Island.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares.....1,000...no par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Restrictions on the transfer of stock are contained in the Bylaws.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The business of the corporation shall be managed by the shareholders of the corporation. There shall be no Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is 55 Memorial Boulevard, Newport, RI 02840 (add Zip Code) and the name of its initial registered agent at such address is: Evan S. Leviss


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Evan S. Leviss, President, Treasurer	55 Memorial Boulevard, Newport, RI 02840
Cathy L. Slocum, Secretary	55 Memorial Boulevard, Newport, RI 02840

NINTH. The name and address of each incorporator is:

Name	Address
Evan S. Leviss	55 Memorial Boulevard, Newport, RI 02840

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

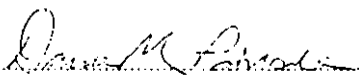
Evan S. Leviss Upon filing

Dated April 1, 1996


Signature of each incorporator

STATE OF RHODE ISLAND } City
COUNTY OF NEWPORT } In the Town of Newport
in said County this 1st day of April, A.D. 1996
then personally appeared before me Evan S. Leviss

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by their subscribed to be their free act and deed.


Notary Public
Donna M. Patnode
My commission expires: 12-26-97